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Attorneys for Defendants

**IN THE UNITED STATES DISTRICT COURT
DISTRICT OF UTAH, CENTRAL DIVISION**

IN RE NU SKIN ENTERPRISES, INC.,
SHAREHOLDER DERIVATIVE LITIGATION,

This document relates to ALL ACTIONS.

Master File No. 2:14-cv-00107-DB

**DEFENDANTS' MOTION FOR LEAVE
TO FILE MOTION TO DISMISS UNDER
SEAL**

Judge Dee Benson

Pursuant to DUCivR 5-2 ("Rule 5-2"), Nominal Defendant Nu Skin Enterprises, Inc. ("Nu Skin") and individual Defendants M. Truman Hunt, Steven J. Lund, Nevin N. Andersen, Daniel W. Campbell, Thomas R. Pisano, Patricia A. Negron, Andrew D. Lipman, Neil H. Offen, and Ritch N. Wood (collectively, "Defendants") hereby respectfully move for

permission to file the confidential version of their motion to dismiss (“Motion to Dismiss”) under seal. Plaintiffs consent to this motion but reserve the right to dispute the confidentiality of any of the redacted material.

STATEMENT OF RELIEF SOUGHT AND GROUNDS FOR MOTION

Defendants request that the Court grant them leave to file under seal a confidential version of their Motion to Dismiss. Nu Skin has produced certain confidential, nonpublic documents to Plaintiffs’ counsel pursuant to a confidentiality agreement (the “Confidentiality Agreement”) entered into between Nu Skin and counsel for Plaintiffs. Under the Confidentiality Agreement, the parties agreed not to disclose Nu Skin’s confidential information and to file Nu Skin’s confidential documents and pleadings containing Nu Skin’s confidential information under seal. Plaintiffs refer to information contained in Nu Skin’s confidential documents in their *Verified Consolidated Shareholder Derivative Complaint* (“Consolidated Complaint”) (Dkt. #57), which was filed under seal on August 4, 2014 pursuant to the Court’s Order. Defendants refer to certain of the same confidential information in their Motion to Dismiss and therefore seek leave of the Court to file under seal a confidential, unredacted version of their Motion to Dismiss. A redacted, non-confidential version of the Motion to Dismiss will be filed electronically the same day as the confidential, sealed Motion to Dismiss.

SUPPORTING MEMORANDUM

After entering into a Confidentiality Agreement with counsel for Plaintiffs, Nu Skin provided Plaintiffs’ counsel with copies of Nu Skin’s books and records pursuant to 8 Del. C. § 220 and Utah Code Ann. § 16-10a-1602. The Confidentiality Agreement provides, in

relevant part, that any pleading incorporating such confidential material be filed under seal. By leave of Court, Plaintiffs filed their Consolidated Complaint under seal because it contains references to confidential information contained in Nu Skin's confidential documents.

Defendants, in turn, refer to the same confidential information in their Motion to Dismiss seeking dismissal of the Consolidated Complaint.

Under Rule 5-2, documents, or portions thereof, may be filed under seal if the information is "privileged or protectable as a trade secret or otherwise entitled to protection under the law." DUCivR 5-2(a). The narrowly redacted portions of Defendants' Motion to Dismiss contain confidential and proprietary information regarding Nu Skin's internal operations, business practices, and discussions. Accordingly, Defendants respectfully request that the Court grant this Motion and permit Defendants to file under seal an unredacted, confidential version of their Motion to Dismiss.

A proposed order will be submitted to the Court according to the rules of local practice.

DATED this 24th day of September, 2014.

PARR BROWN GEE & LOVELESS

By: /s/ Robert S. Clark

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CERTIFICATE OF SERVICE

I hereby certify that on the 24th day of September, 2014, I caused the foregoing to be filed electronically through the Court's CM/ECF System, which caused service via electronic mail on all counsel of record.

DATED this 24th day of September, 2014.

PARR BROWN GEE & LOVELESS

/s/ Daniel E. Barnett

Robert S. Clark

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